



# LEXIS® Document Services

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August 26, 1998

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AUG 28 '98

9-48 AM

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

AUG 28 9 48 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Janice,

Enclosed is an original plus 2 copies, all notarized for the following.

All transactions between The Cit Group/Equipment Financing Inc. and Archer Daniels Midland Company.

- 1) Memorandum of Lease Extension dated 8/4/98
- 2) Memorandum of Lease Extension dated 8/4/98
- 3) Memorandum of Railcar Lease dated 8/11/98

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

**800-634-9738**

AUG 28 '98

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## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of August, 1998, is made by Archer Daniels Midland Company, a DELAWARE corporation, with an address at P.O. Box 1470, Decatur, Illinois 62525 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 04 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]  
Name: Laurence Littlefield  
Title: Vice President

ARCHER DANIELS MIDLAND COMPANY

By: [Signature]  
Name: Randy Newman  
Title: Vice President-Rail Transportation

STATE OF

) Illinois

) SS:

COUNTY OF

) Macon

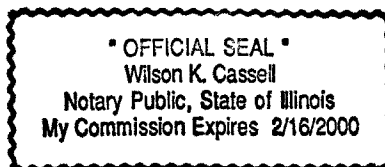
On this 4<sup>th</sup> day of August, 1998, before me personally appears Roddy Neunreger, to me personally known, who by me duly sworn, says that he/she is the Vice President - Rail Transportation of ARCHER DANIELS MIDLAND COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Wilson K. Cassell  
Notary Public

[SEAL]

My Commission expires:



STATE OF NEW YORK )

) SS:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of August, 1998, before me personally appears LAWRENCE E. LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

Schedule No. 04

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
143	4600 to 4750 c.f. capacity covered hopper cars	See attached Schedule A

### SCHEDULE A

1	CEFX 15104	37	CEFX 15210	73	CEFX 15288	109	CEFX 15352
2	CEFX 15109	38	CEFX 15219	74	CEFX 15290	110	CEFX 15353
3	CEFX 15119	39	CEFX 15221	75	CEFX 15292	111	CEFX 15354
4	CEFX 15128	40	CEFX 15223	76	CEFX 15295	112	CEFX 15357
5	CEFX 15139	41	CEFX 15226	77	CEFX 15297	113	CEFX 15358
6	CEFX 15141	42	CEFX 15228	78	CEFX 15299	114	CEFX 15360
7	CEFX 15145	43	CEFX 15230	79	CEFX 15300	115	CEFX 15361
8	CEFX 15146	44	CEFX 15232	80	CEFX 15302	116	CEFX 15362
9	CEFX 15147	45	CEFX 15233	81	CEFX 15303	117	CEFX 15363
10	CEFX 15149	46	CEFX 15237	82	CEFX 15305	118	CEFX 15364
11	CEFX 15152	47	CEFX 15239	83	CEFX 15308	119	CEFX 15365
12	CEFX 15154	48	CEFX 15243	84	CEFX 15309	120	CEFX 15366
13	CEFX 15157	49	CEFX 15245	85	CEFX 15311	121	CEFX 15368
14	CEFX 15158	50	CEFX 15247	86	CEFX 15313	122	CEFX 15369
15	CEFX 15159	51	CEFX 15249	87	CEFX 15314	123	CEFX 15370
16	CEFX 15161	52	CEFX 15255	88	CEFX 15315	124	CEFX 15373
17	CEFX 15162	53	CEFX 15256	89	CEFX 15316	125	CEFX 15374
18	CEFX 15163	54	CEFX 15258	90	CEFX 15318	126	CEFX 15376
19	CEFX 15167	55	CEFX 15261	91	CEFX 15321	127	CEFX 15378
20	CEFX 15171	56	CEFX 15262	92	CEFX 15323	128	CEFX 15381
21	CEFX 15172	57	CEFX 15264	93	CEFX 15324	129	CEFX 15382
22	CEFX 15173	58	CEFX 15267	94	CEFX 15325	130	CEFX 15384
23	CEFX 15174	59	CEFX 15269	95	CEFX 15326	131	CEFX 15388
24	CEFX 15176	60	CEFX 15270	96	CEFX 15327	132	CEFX 15391
25	CEFX 15178	61	CEFX 15271	97	CEFX 15331	133	CEFX 15392
26	CEFX 15179	62	CEFX 15272	98	CEFX 15332	134	CEFX 15393
27	CEFX 15184	63	CEFX 15275	99	CEFX 15333	135	CEFX 15394
28	CEFX 15189	64	CEFX 15276	100	CEFX 15334	136	CEFX 15395
29	CEFX 15194	65	CEFX 15279	101	CEFX 15335	137	CEFX 15396
30	CEFX 15195	66	CEFX 15281	102	CEFX 15336	138	CEFX 15399
31	CEFX 15199	67	CEFX 15282	103	CEFX 15339	139	CEFX 15401
32	CEFX 15200	68	CEFX 15283	104	CEFX 15341	140	CEFX 15402
33	CEFX 15201	69	CEFX 15284	105	CEFX 15344	141	CEFX 15403
34	CEFX 15203	70	CEFX 15285	106	CEFX 15345	142	CEFX 15407
35	CEFX 15206	71	CEFX 15286	107	CEFX 15347	143	CEFX 15408
36	CEFX 15208	72	CEFX 15287	108	CEFX 15348		